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SOUTHERN DISTRICT OF CALIFORNIA

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10 Attorneys for Defendant  
 STANDARD INSURANCE COMPANY

11  
 12 UNITED STATES DISTRICT COURT  
 13 SOUTHERN DISTRICT OF CALIFORNIA

14 DAVID FELT,  
 15 Plaintiff,  
 16 v.  
 17 STANDARD INSURANCE  
 18 COMPANY and DOES 1 through 50,  
 19 Defendants.

Case No. '08 CV 0801 DMS CAB

**DECLARATION OF REBECCA  
 J. JEFFREY IN SUPPORT OF  
 DEFENDANT STANDARD  
 INSURANCE COMPANY'S  
 NOTICE OF REMOVAL**

21 I, Rebecca J. Jeffrey, hereby declare as follows:

22 1. I am over 18 years of age and I am a resident of the State of  
 23 Washington. My employment address is 900 S.W. Fifth Avenue, Portland, Oregon  
 24 97204.

25 2. I have personal knowledge of the facts set forth in this Declaration  
 26 and, if called as a witness, could and would testify competently to such facts under  
 27 oath except for those facts identified below as being based on information and  
 28

LAI-2945847vl

DECLARATION OF REBECCA J. JEFFREY  
 IN SUPPORT OF DEFENDANT'S NOTICE  
 OF REMOVAL

1 belief. For the facts based on information and belief, as part of my job duties I  
 2 gathered information from individuals within the company with such knowledge.  
 3 Based on my investigation I believe these facts to be true and correct.

4       3. I make this declaration in support of Defendant Standard Insurance  
 5 Company's Notice Of Removal filed on \_\_\_\_\_, 2008.

6       4. I have been an employee of Defendant Standard Insurance Company  
 7 ("Standard") since June 3, 2005. My current position/title is Senior Paralegal.

8       5. Standard is an Oregon corporation, organized and existing under the  
 9 laws of the State of Oregon, with its principal place of business in Portland,  
 10 Oregon.

11      6. Standard is licensed to conduct business in 49 of the 50 United States,  
 12 the District of Columbia, Guam, and the US Virgin Islands.

13      7. As specified in detail below, the substantial predominance of  
 14 Standard's business activities occur in Oregon based on where Standard: 1)  
 15 employs people; 2) generates revenue; 3) owns assets; and 4) keeps and maintains  
 16 its corporate headquarters.

17      8. Based on information and belief, as of April 26, 2008, Standard  
 18 employs 3,498 people in 34 states. 2,428 of the employees, or 69.4%, are  
 19 employed in Oregon. The number of employees for each of the top five states that  
 20 Standard employs people is as follows:

21	•	Oregon	2,437
22	•	Maine	163
23	•	Pennsylvania	133
24	•	California	118
25	•	New York	110

26      9. Based on information and belief, as of December 31, 2007, the  
 27 approximate percentage of sales originating in every state (calculated as a  
 28 percentage of revenue generated by Standard per capita in each state) in which

1 Standard does business is listed in the following chart. For ease of reference, the  
2 top five states (California, Florida, Oregon, Texas and Washington) are boldfaced.

3	Alabama	1.02%
4	Alaska	0.41%
5	Arizona	2.97%
6	Arkansas	0.33%
7	<b>California</b>	<b>14.99%</b>
8	Colorado	5.18%
9	Connecticut	0.92%
10	Delaware	0.14%
11	District of Columbia	0.48%
12	<b>Florida</b>	<b>5.23%</b>
13	Georgia	2.80%
14	Hawaii	0.30%
15	Idaho	1.18%
16	Illinois	2.14%
17	Indiana	2.34%
18	Iowa	0.86%
19	Kansas	1.09%
20	Kentucky	1.29%
21	Louisiana	1.36%
22	Maine	0.25%
23	Maryland	1.07%
24	Massachusetts	2.25%
25	Michigan	1.52%
26	Minnesota	1.72%
27	Mississippi	0.26%
28	Missouri	3.12%

1	Montana	0.33%
2	Nebraska	0.26%
3	Nevada	0.75%
4	New Hampshire	0.37%
5	New Jersey	1.09%
6	New Mexico	0.53%
7	New York	0.17%
8	North Carolina	1.48%
9	North Dakota	0.19%
10	Ohio	2.98%
11	Oklahoma	1.42%
12	<b>Oregon</b>	<b>9.98%</b>
13	Pennsylvania	2.22%
14	Rhode Island	0.18%
15	South Carolina	0.96%
16	South Dakota	0.06%
17	Tennessee	0.96%
18	<b>Texas</b>	<b>9.31%</b>
19	Utah	1.23%
20	Vermont	0.21%
21	Virginia	1.21%
22	<b>Washington</b>	<b>7.62%</b>
23	West Virginia	0.18%
24	Wisconsin	0.84%
25	Wyoming	0.10%

26        10. Based on information and belief, as of December 31, 2007, Standard  
27        owns real property with a total book value of \$40,997,831. This property is located  
28

1 in only two states, with approximately 99% located in Oregon. The book value of  
 2 this property in each state is as follows:

3	•	Oregon	\$40,571,020.00
4	•	Georgia	\$426,811.00

5       11. Based on information and belief, as of December 31, 2007, Standard  
 6 owns computer hardware, artwork, copiers, furniture, personal computers,  
 7 telephones, and other office equipment (hereinafter "Personal Property") purchased  
 8 at a total cost of \$58,702,351. 90% of that Personal Property, or \$53,034,540, is  
 9 located in Oregon. The purchase price of this Personal Property for each of the top  
 10 five states in which Standard owns such property is as follows:

11	•	Oregon	\$53,034,540.00
12	•	Maine	\$ 1,246,256.00
13	•	California	\$ 994,215.00
14	•	Pennsylvania	\$ 559,929.00
15	•	Texas	\$ 544,571.00

16       12. Standard's executive and administrative functions are located at its  
 17 headquarters in Oregon. The headquarters in Oregon contain the entire finance,  
 18 accounting, purchasing, treasury, marketing, information systems, internal audit,  
 19 and legal departments and conducts most of the administrative, training, claims  
 20 processing/handling, and human resources functions. Oregon is the base from  
 21 which strategies, procedures, and marketing to obtain all of the income described  
 22 above is determined.

23       13. The location of Standard's principal point of contact for dealing with  
 24 the public is Portland, Oregon. Standard's Public Affairs and Communications  
 25 departments are located at its headquarters in Portland, Oregon.

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1 I declare under penalty of perjury under the laws of Oregon, California and  
2 the United States of America that the foregoing is true and correct.

3 Executed this 29<sup>th</sup> day of April, 2008, in Portland, Oregon.  
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6 \_\_\_\_\_  
7 Rebecca J. Jeffrey  
Senior Paralegal for Defendant  
Standard Insurance Company  
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